## Edgar Filing: HSU JAMES - Form 4

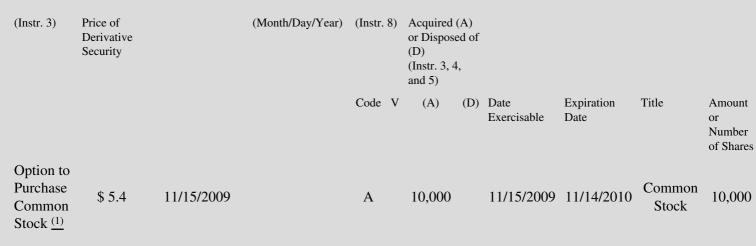
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION				
S SECURITIES AND EXCHANGE Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287	
SECURITIES Section 16(a) of the Securities Exchar Public Utility Holding Company Act	Expires: Estimated a burden hou response	urs per		
2. Issuer Name and Ticker or Trading Symbol CHINA EDUCATION ALLIANCE INC. [CEU]	Issuer			
3. Date of Earliest Transaction (Month/Day/Year) 11/15/2009	X Director Officer (give t below)		% Owner her (specify	
4. If Amendment, Date Original Filed(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
Table I - Non-Derivative Securities A		or Beneficia	lly Owned	
ned3.4. Securitiesa Date, ifTransactionAcquired (A) or CodeDisposed of (D)	5. Amount of 6. Securities For Beneficially (I Owned (I	Ownership orm: Direct )) or Indirect )	7. Nature of Indirect	
Persons who res information conta required to respo	pond to the collect ained in this form a ond unless the forn	are not n	SEC 1474 (9-02)	
	Washington, D.C. 20549         F CHANGES IN BENEFICIAL OV SECURITIES         Section 16(a) of the Securities Exchar Public Utility Holding Company Act         of the Investment Company Act of 19         2. Issuer Name and Ticker or Trading Symbol         CHINA EDUCATION ALLIANCE INC. [CEU]         3. Date of Earliest Transaction (Month/Day/Year)         11/15/2009         4. If Amendment, Date Original Filed(Month/Day/Year)         Table I - Non-Derivative Securities Action Code         ned       3.         1. Securities         n Date, if         TransactionAcquired (A) or Code         Disposed of (D)         Day/Year)         (Instr. 8)         (Instr. 3, 4 and 5)         (A) or Code       V         (A) or Code       V         (A) or Code       V         (A) or Code       V         (Bass of securities beneficially owned directly of Bass of securities beneficially owned directly of Code	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES         Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940         2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Issuer         2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Issuer         CHINA EDUCATION ALLIANCE INC. [CEU]       (Check Month/Day/Year)         3. Date of Earliest Transaction (Month/Day/Year)	Washington, D.C. 20549       Number:         F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires:         Estimated burden houresponse       Estimated burden houresponse         Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section       Section 1934, Public Utility Holding Company Act of 1935 or Section         0 of the Investment Company Act of 1940       S. Relationship of Reporting Per Issuer         2. Issuer Name and Ticker or Trading Symbol       S. Relationship of Reporting Per Issuer         2. Issuer Name and Ticker or Trading Symbol       Check all applicable         3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable         11/15/2009	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
HSU JAMES 47 FLORENCE DRIVE SYOSSET, NY 11791	Х				
Signatures					
/s/ Jessica S. Yuan, Attorney-at-Law		11/17/2009	)		
<u>**</u> Signature of Reporting Person		Date			

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

James Hsu (the "Reporting Person"), a director of China Education Alliance, Inc.(the "Company"), was granted this option by the Company pursuant to the Company's 2009 Incentive Stock Option Plan and an Incentive Stock Option Agreement dated as of November

(1) 15, 2009. The option shall become vested and exercisable as of November 15,2009 to purchase 10,000 shares of common stock at the exercise price of \$5.40 per share during the term of the Reporting Person's employment with the Company and shall expire one year from November 15, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.